

EXHIBIT 13

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

PEOPLETLO MANUFACTURING,)	
INC.,)	
Plaintiff,)	
)	
vs.)	
)	
SUNDYNE, LLC; ACCUDYNE)	
INDUSTRIES, LLC; DXP)	
ENTERPRISES, INC., and)	
PUMPWORKS, LLC,)	
)	
Defendants.)	
-----)	No. 28-cv-03642
PUMPWORKS, LLC,)	
Counter-Plaintiff,)	
)	
vs.)	
)	
PEOPLETLO MANUFACTURING,)	
INC.,)	
Counter-Defendant.)	

The deposition of WILLIAM BLANKEMEIER, called by the Defendants for examination, taken pursuant to notice and pursuant to the Federal Rules of Civil Procedure for the United States District Courts pertaining to the taking of depositions, taken before Bridget L. Stone, Certified Shorthand Reporter, at 401 North Michigan Avenue, Suite 530, Chicago, Illinois, commencing at 9:00 a.m. on the 20th day of December, A.D., 2022.

1 BY THE WITNESS:

2 A. Correct, but I don't understand what the full
3 definition of good faith and fair dealing is so it is
4 hard for me to answer that.

5 Q. So PeopleFlo does not understand what good
6 faith and fair dealing is. Is that the response?

7 MR. KIRBY: Object to form.

8 BY THE WITNESS:

9 A. I don't understand the legal definition --

10 Q. Okay.

11 A. -- of -- of good faith and fair dealing.

12 Q. And so as PeopleFlo's representative today,
13 you have nothing more to add on that topic; is that
14 correct?

15 MR. KIRBY: Object to form.

16 BY THE WITNESS:

17 A. I don't believe I do.

18 Q. Okay. Let's go to an easier one.

19 Pay outstanding invoices.

20 MS. THOMPSON: Can I have the next one?

21 Okay. Do we have them?

22 MR. STOLTE: Yes.

23 (Blankemeier Deposition Exhibit
24 No. 562 marked for identification.)

1 MS. THOMPSON: 562 for identification.

2 BY MS. THOMPSON:

3 Q. Okay. Mr. Blankemeier, I've handed you what's
4 been marked 552. It is Bates-labeled PeopleFlo 3971 and
5 72, and it is an e-mail from Clark Shafer to South
6 Belt's accounting.

7 Do you see that?

8 A. Yes.

9 Q. And South Belt's accounting is recognized as
10 PumpWorks office in South Belt Houston?

11 A. I did not know if this was South Belt
12 Accounting or DXP Accounting. I didn't know who it was.

13 Q. But you see it is addressed to South Belt's
14 accounting at bestpumpworks.com?

15 A. I see -- okay, yes.

16 Q. And Mr. Shafer, was he charged by PeopleFlo
17 with attempting to collect outstanding invoices?

18 A. Yes.

19 Q. In April of 2020?

20 A. Yes.

21 Q. And if you turn to the second page, there is a
22 list of invoices, a date, activity amounts, and open
23 amounts.

24 Do you see that?

1 A. Yes.

2 Q. And this is what he provided to my client with
3 respect to open and outstanding invoices.

4 Do you agree that these are the complete lists
5 of open, outstanding invoices that PeopleFlo has against
6 PumpWorks?

7 MR. KIRBY: Object to form.

8 THE WITNESS: I believe so.

9 BY MS. THOMPSON:

10 Q. Are you aware of any other outstanding
11 invoices other than those listed in this document?

12 A. No.

13 Q. Okay. With respect to this document that he
14 has sum totalled it up to \$69,997 -- do you see that?

15 A. Yes.

16 Q. Do you agree that that is the amount of the
17 claim that PeopleFlo is making against PumpWorks for
18 unpaid invoices?

19 A. Yes.

20 Q. Now, PeopleFlo retains certain prepayments
21 that were made for orders of MCUs; did they not?

22 A. Yes.

23 Q. What is the amount of retained prepaid orders
24 that PeopleFlo has?

1 A. It is around 700,000.

2 Q. So explain to me how PeopleFlo is harmed by
3 the failure to pay \$69,000 worth of invoices when it is
4 retaining 700,000, or approximately 700,000, in
5 prepayments made by PumpWorks?

6 MR. KIRBY: Object to form.

7 BY THE WITNESS:

8 A. PeopleFlo looks at those as two separate
9 activities. There is a requirement of DXP to pay the
10 invoices and DXP told us they would stop paying the
11 invoices. So that is a standalone breach.

12 Q. I understand you are calling it a breach. I
13 am looking for the harm.

14 How is PeopleFlo harmed by a failure to
15 receive \$69,000 when it is retaining close to 700,000?

16 MR. KIRBY: Object to form.

17 THE WITNESS: Because we would have 69,000 more
18 dollars.

19 BY MS. THOMPSON:

20 Q. But you have not yet earned the 700,000 that
21 has been paid to PeopleFlo, isn't that correct?

22 MR. KIRBY: Object to form. Calls for a legal
23 conclusion.

24 THE WITNESS: I have said from the beginning that